

EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., et al.¹)
Debtors) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Objection Deadline: *August 27, 2013*

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS ORDINARY COURSE PROFESSIONALS FOR W.R. GRACE & CO., ET AL.
FOR THE MONTHLY PERIOD OF JUNE 2013 FOR THE QUARTERLY FEE PERIOD
OF APRIL THROUGH JUNE 2013**

Name of Applicant:	<u>Woodcock Washburn LLP</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention as Special Litigation Counsel:	<u>Retention Order entered January 22, 2003</u>
Date of Retention as Ordinary Course Professional:	<u>Order Permitting Expansion of Services entered April 15, 2005, on application made February 11, 2005.</u>
Period for which compensation and reimbursement is sought	<u>June 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$ 5,917.00</u>
Amount of Expense Reimbursement sought	<u>\$ 3,228.10</u>

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Hornco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of June 2013. This is the 115th application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock. The first 26 applications (covering the monthly periods January 2003 through February 2005) were limited to fees and expenses in connection with a specific matter, now settled, for which Applicant had been retained as special litigation counsel. On April 15, 2005, based on a motion made by Debtor on February 11, 2005, the Bankruptcy Court entered an order authorizing Woodcock to provide further services to Debtor in ordinary course in the field of intellectual property. This is the 88th monthly application that includes such ordinary course fees and expenses.

The monthly applications previously filed by Woodcock are shown in the following table:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 - 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 - 2/28/03	June 9, 2003	29,216.00	684.22
3/1 - 3/31/03	June 9, 2003	14,351.00	647.43
4/1 - 4/30/03	June 3, 2003	14,268.50	244.41
5/1 - 5/31/03	July 11, 2003	20,293.50	703.19
6/1 - 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 - 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1/ - 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 - 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 - 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 - 11/30/03	January 23, 2004	46,329.50	22.29
12/1 - 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 - 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 - 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 - 3/31/04	April 27, 2004	96,991.00	8,235.63
4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26
5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 - 8/31/04	October 22, 2004	102,078.00	9,582.05
9/1 - 9/30/04	November 9, 2004	156,479.00	32,088.05
10/1 - 10/31/04	December 17, 2004	169,846.00	69,597.98

11/1 – 11/30/04	January 14, 2005	203,792.00	29,179.11
12/1 – 12/31/04	February 11, 2005	164,958.00	92,377.99
1/1 – 1/31/05	March 18, 2005	176,884.00	28,342.86
2/1 – 2/28/05	April 15, 2005	157,122.50	125,892.70
3/1 – 3/31/05	May 10, 2005	196,913.00	143,160.77
4/1 – 4/30/05	June 21, 2005	124,598.70	6,544.89
5/1 – 5/31/05	July 20, 2005	198,043.00	45,257.99
6/1 – 6/30/05	August 11, 2005	82,795.50	28,829.43
7/1 – 7/31/05	September 15, 2005	53,078.50	578.90
8/1 – 8/31/05	October 12, 2005	44,755.00	4,009.23
9/1 – 9/30/05	November 22, 2005	47,211.00	146.73
10/1 – 10/31/05	December 16, 2005	18,168.50	665.33
11/1 – 11/30/05	January 31, 2006	11,158.00	17.20
12/1 – 12/31/05	March 10, 2006	4,340.00	12.38
1/1 – 1/31/06	March 29, 2006	3,470.00	80.82
2/1 – 2/28/06	April 19, 2006	4,121.50	300.25
3/1 – 3/31/06	May 4, 2006	8,338.50	2,055.56
4/1 – 4/30/06	July 7, 2006	10,612.50	4,762.62
5/1 – 5/31/06	July 13, 2006	54,925.00	2,871.85
6/1 – 6/30/06	August 4, 2006	108,519.50	669.50
7/1 – 7/31/06	October 3, 2006	44,957.50	425.85
8/1 – 8/31/06	October 31, 2006	4,800.50	87.00
9/1 – 9/30/06	None Submitted	–	–
10/1 – 10/31/06	December 21, 2006	6,974.00	225.13
11/1 – 11/30/06	None Submitted	–	–
12/1 – 12/31/06	February 12, 2007	13,156.00	496.85
1/1 – 1/31/07	March 13, 2007	7,700.50	124.85
2/1 – 2/28/07	April 4, 2007	17,119.50	–
3/1 – 3/31/07	May 10, 2007	17,649.00	271.07
4/1 – 4/30/07	June 19, 2007	4,328.50	–
5/1 – 5/31/07	July 13, 2007	25,241.50	–
6/1 – 6/30/07	August 23, 2007	4,814.00	2,326.25
7/1 – 7/31/07	September 28, 2007	2,510.00	178.50
8/1 – 8/31/07	October 12, 2007	14,305.00	234.00
9/1 – 9/30/07	December 10, 2007	5,959.00	194.00
10/1 – 10/31/07	December 14, 2007	7,213.00	–
11/1 – 11/30/07	January 22, 2008	2,911	–
12/1 – 12/31/07	February 6, 2008	25,057.00	2,661.75
1/1 – 1/31/08	March 13, 2008	32,984.00	–
2/1 – 2/29/08	April 28, 2008	21,984.00	–
3/1 – 3/31/08	May 7, 2008	4,302.00	560.00
4/1 – 4/30/08	June 12, 2008	4,332.00	–
5/1 – 5/31/08	July 7, 2008	445.00	10.79
6/1 – 6/30/08	None Submitted	–	–
7/1 – 7/31/08	September 19, 2008	19,266.00	–

8/1 – 8/31/08	October 14, 2008	11,601.50	-
9/1 – 9/30/08	November 11, 2008	8,074.00	762.00
10/1 – 10/31/08	December 11, 2008	11,056.50	-
11/1 – 11/30/08	January 22, 2009	14,683.50	14.12
12/1 – 12/31/08	October 19, 2010	30,541.00	9.00
1/1 – 1/31/09	March 17, 2009	32,103.50	-
2/1 – 2/28/09	April 15, 2009	9,576.00	409.50
3/1 – 3/31/09	May 27, 2009	11,226.50	-
4/1 – 4/30/09	July 7, 2009	2,139.00	140.00
5/1 – 5/30/09	July 17, 2009	5,472.00	810.00
6/1 – 6/30/09	None submitted	-	-
7/1 – 7/31/09	September 22, 2009	195.00	-
8/1 – 8/31/09	October 12, 2009	228.00	-
9/1 – 9/30/09	November 11, 2009	21,153.00	180.00
10/1 – 10/31/09	December 3, 2009	11,029.50	-
11/1 – 11/30/09	January 13, 2010	7,866.50	-
12/1 – 12/31/09	February 2, 2010	7,923.00	1388.00
1/1 – 1/31/10	None submitted	-	-
2/1 – 2/28/10	None submitted	-	-
3/1 – 3/31/10	May 25, 2010	1,904.00	1100.00
4/1 – 4/30/10	June 16, 2010	1,392.00	4.72
5/1 – 5/31/2010	July 13, 2010	9,003.50	-
6/1 – 6/30/2010	August 9, 2010	4,627.00	-
7/1 – 7/31/2010	September 14, 2010	11,372.50	93.45
8/1 – 8/31/2010	October 19, 2010	2,645.00	498.39
9/1 – 9/30/2010	November 8, 2010	714.00	-
10/1 – 10/31/2010	December 17, 2010	6,381.00	970.14
11/1 – 11/30/2010	January 10, 2011	16,883.50	3,390.00
12/1 – 12/31/2010	February 14, 2011	2,054.00	-
1/1 – 1/31/2011	March 14, 2011	7,318.50	-
2/1 – 2/28/2011	April 15, 2011	14,948.50	130.00
3/1 – 3/31/2011	May 6, 2011	1,502.00	130.00
4/1 – 4/30/2011	None submitted	-	-
5/1 – 5/31/2011	None submitted	-	-
6/1 – 6/30/2011	August 12, 2011	4,570.50	-
7/1 – 7/31/2011	September 12, 2011	2,607.50	40.00
8/1 – 8/31/2011	October 11, 2011	720.00	1,990.00
9/1 – 9/30/2011	November 16, 2011	200.00	-
10/1 – 10/31/2011	None submitted	-	-
11/1 – 11/30/2011	January 25, 2012	2,325.00	
12/1 – 12/31/2011	None submitted	-	-
1/1 – 1/31/2012	March 13, 2012	3,384.00	-
2/1 – 2/29/2012	April 9, 2012	738.50	1,270.00
3/1 – 3/31/2012	June 5, 2012	2,239.00	2,200.00
4/1 – 4/30/2012	June 18, 2012	7,932.00	3,100.00

5/1 – 5/31/2012	July 6, 2012	3,111.00	-
6/1 – 6/30/2012	August 13, 2012	1,560.00	-
7/1 – 7/31/2012	September 19, 2012	2,049.00	-
8/1 – 8/31/2012	None submitted		
9/1 – 9/30/2012	October 30, 2012	22,846.50	320.00
10/1 – 10/31/2012	November 26, 2012	6,954.00	-
11/1 – 11/30/2012	January 11, 2013	2,440.00	-
12/1 – 12/31/2012	February 8, 2013	2,694.50	1,886.00
1/1 – 1/31/2013	April 2, 2013	1,953.00	-
2/1 – 2/28/2013	April 19, 2013	6,999.00	-
3/1 – 3/31/2013	May 8, 2013	11,094.00	898.15
4/1 – 4/30/2013	June 7, 2013	11,219.00	1,152.40
5/1 – 5/31/2012	July 23, 2013	8,721.00	160.00
TOTAL		\$3,701,092.50	\$805,608.16

During this fee period, Woodcock provided ordinary-course, intellectual property services in connection with two substantive matters, which are detailed in the attached fee schedule for the matter.

The Woodcock professionals who rendered ordinary course services during the fee period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$630.00	6.30	\$ 3,969.00
John E. McGlynn	Partner	1977	IP Prosecution	\$475.00	4.00	\$ 1,900.00
Kara R. Blumer	Paralegal		IP Litigation	\$160.00	0.30	\$ 48.00

Total Fees: \$5,917.00

Blended Rate: \$558.21

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above, for 80% of the amount of \$5,917.00 for reasonable and necessary

professional services Applicant has rendered to the Debtors during the Fee Period (\$4,733.60);
and (b) that the fees are payable as administrative expenses of the Debtors' estate.

Respectfully submitted



Dated: August 6, 2013

Gary H. Levin
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Cira Centre – 12th Floor
Philadelphia, PA 19104
(215) 568-3100
levin@woodcock.com

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors) Objection Deadline: *August 27, 2013*

AMENDED FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD JUNE 1, 2013 THROUGH JUNE 30, 2013

WRG-0104
AUTOMATED YIELD MONITORING AND CONTROL

06/20/2013	JEM	Consider recent communication from Patent Office; consider restriction requirement issued by Patent Office; consider claims allowed in parent patent; consider claims pending in present application; prepare draft reply to restriction requirement.	2.00
06/21/2013	JEM	Complete preparing draft reply to office action; forward draft reply to client for review and comment.	2.00

SERVICES \$ 1,900.00

JEM JOHN E. MCGLYNN 4.00 hours @ \$475.00

INVOICE TOTAL **\$ 1,900.00**

W.R. GRACE & CO.-CONN.
7500 GRACE DRIVE
COLUMBIA, MARYLAND 21044

Invoice No. *****
Client Code: WRG
July 23, 2013

W. R. GRACE & COMPANY

Through June 30, 2013

**Re: WRG-0104; L3956-02; US; AUTOMATED YIELD MONITORING AND
CONTROL**

06/20/2013	JEM	Consider recent communication from Patent Office; consider restriction requirement issued by Patent Office; consider claims allowed in parent patent; consider claims pending in present application; prepare draft reply to restriction requirement.	2.00
06/21/2013	JEM	Complete preparing draft reply to office action; forward draft reply to client for review and comment.	2.00

JEM JOHN E. MCGLYNN 4.00 hours at \$ 475.00

SERVICE TOTAL \$ 1,900.00

INVOICE TOTAL **\$ 1,900.00**

WRG-L26
W.R. GRACE & CO.-CONN. V. PROPEX OPERATING CO.

06/01/2013 Services in connection with settlement of suit relating to 6.60
thru Grace patents directed to concrete systems.
06/30/2013

SERVICES				\$ 4,017.00
GHL	GARY H. LEVIN	6.30	hours @	\$ 630.00
KRB	KARA R. BLUMER	0.30	hours @	\$ 160.00

DISBURSEMENTS:

ASSOCIATE SERVICES (Local Counsel)	\$ 997.24
ASSOCIATE SERVICES (Local Counsel)	\$ 2,230.86
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DISBURSEMENT TOTAL	\$ 3,228.10
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SERVICE TOTAL	\$ 4,017.00
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INVOICE TOTAL	\$ 7,245.10
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